GILLETTE CO Form 4 October 04, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Pesce Mary Ann

(Last) (First) (Middle)

PRUDENTIAL TOWER **BUILDING - 42**

(Street)

2. Issuer Name and Ticker or Trading Symbol

GILLETTE CO [G]

3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify _X__ Officer (give title below)

President Personal Care GBU

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 021998004

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock \$1 Par value	10/01/2005		D <u>(1)</u>	1,200	D	\$ 0	0	D	
Common Stock \$1 Par value	10/01/2005		M	6,551.2	A	\$0	6,551.2	D	
Common Stock \$1 Par value	10/01/2005		D	6,551.2	D	\$ 58.2	0	D	
Common Stock \$1	10/01/2005		D <u>(1)</u>	2,418.4	D	\$0	0	I	By ESOP Trust

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Par value

Common Stock \$1 Par value	10/01/2005	D <u>(1)</u>	23,511.1	D	\$0	0	I	By Savings Plan Trust - 401(k)
								- 401(K)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Supplemental Savings Plan Units	<u>(2)</u>	10/01/2005		M		6,551.2	10/01/2005	10/01/2005	Common Stock \$1 Par value	6,5
Employee StockOption (right to buy)	\$ 32.38	10/01/2005		D(3)		39,000	06/19/2004	06/18/2013	Common Stock \$1 Par value	39
Employee Stock Option (right to buy)	\$ 29.405	10/01/2005		D(3)		7,000	06/20/1997	06/19/2006	Common Stock \$1 Par value	7,
Employee Stock Option (right to buy)	\$ 47.345	10/01/2005		D(3)		9,334	06/19/1998	06/18/2007	Common Stock \$1 Par value	9,
Employee Stock Option (right to buy)	\$ 56.41	10/01/2005		D(3)		18,000	06/18/1999	06/17/2008	Common Stock \$1 Par value	18
Employee Stock Option (right to buy)	\$ 46.94	10/01/2005		D(3)		20,000	07/15/2000	07/14/2009	Common Stock \$1 Par value	20
Employee Stock Option (right to buy)	\$ 41.625	10/01/2005		D(3)		10,000	12/02/2000	12/01/2009	Common Stock \$1 Par value	10

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Employee Stock Option (right to buy)	\$ 32.03	10/01/2005	D(3)	25,000	06/15/2001	06/14/2010	Common Stock \$1 Par value	25
Employee Stock Option (right to buy)	\$ 28.26	10/01/2005	D(3)	36,000	06/21/2002	06/20/2011	Common Stock \$1 Par value	36
Employee Stock Option (right to buy)	\$ 35.58	10/01/2005	D(3)	37,000	06/20/2003	06/19/2012	Common Stock \$1 Par value	37
Employee Stock Option (right to buy)	\$ 43.1	10/01/2005	D(3)	37,000	06/17/2005	06/16/2014	Common Stock \$1 Par value	37
Employee Stock Option (right to buy)	\$ 51.96	10/01/2005	D(3)	60,000	06/16/2006	06/15/2015	Common Stock \$1 Par value	60

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pesce Mary Ann

PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004

President Personal Care GBU

Signatures

By: Carol S. Fischman as Attorney in Fact 10/01/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Disposed of pursuant to merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for shares of (1) The Procter & Gamble Company at an exchange ratio of .975 per share having a market price of \$59.46 per share on the effective date of the merger.
- (2) 1-for-1
- (3) This option was assumed by The Procter & Gamble Company in the merger and replaced with an option to purchase shares of The Procter & Gamble Company converted at an exchange ratio of .975 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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